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RECORDATION NO. 20834

AUG 25 '97

11-40AM

OF COUNSEL
URBAN A. LESTER

August 25, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

RECORDATION NO. 20834

AUG 25 '97

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RECEIVED
SURFACE TRANSPORTATION
BOARD

Re: Massachusetts Bay Transportation Authority (1997-E-COM)

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of a Lease Agreement (1997-E), dated as of August 22, 1997, a primary document and two (2) copies each of the following secondary documents related thereto: Lease Supplement (1997-E)(AMF), dated August 22, 1997, Lease Supplement (1997-E)(Bombardier), dated as of August 22, 1997, Lease Supplement (1997-E)(Green Line), dated August 22, 1997, Lease Supplement (1997-E)(Red Line), dated August 22, 1997, Sublease Agreement, (1997-E)(AMF), dated as of August 22, 1997, Sublease Supplement (1997-E)(Bombardier), dated August 22, 1997, Sublease Supplement (1997-E)(Green Line), Sublease Supplement (1997-E)(Red Line), Sublease Supplement (1997-E), Equipment Pledge Agreement (1997-E), dated as of August 22, 1997 and Loan and Security Agreement (1997-E), dated as of August 22, 1997.

The names and addresses of the parties to the enclosed documents are:

Lease Agreement (1997-E)
and

Lease Supplements (1997-E)

Head Lessor: Massachusetts Bay Transportation Authority
10 Park Plaza
Boston, Massachusetts 02116

Head Lessee: Wilmington Trust Company
1100 North Market Street
Wilmington, Delaware 19890

Mr. Vernon A. Williams
August 25, 1997
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Sublease Agreement (1997-E)
and
Sublease Supplements (1997-E)

Sublessor: Wilmington Trust Company, Trustee
1100 North Market Street
Wilmington, Delaware 19890

Sublessee: Massachusetts Bay Transportation Authority
10 Park Plaza
Boston, Massachusetts 02116

Equipment Pledge Agreement (1997-E)

Pledgor: Massachusetts Bay Transportation Authority
10 Park Plaza
Boston, Massachusetts 02116

Pledgee: Wilmington Trust Company, Trustee
1100 North Market Street
Wilmington, Delaware 19890

Loan and Security Agreement (1997-E)

Borrower: Wilmington Trust Company, Trustee
1100 North Market Street
Wilmington, Delaware 19890

Lender: AMBAC Investments Inc.
One State Street Plaza
New York, New York 10004

A description of the railroad equipment covered by the enclosed documents is set forth in Schedule 7 attached to each of the Lease Supplements.

Also enclosed is a check in the amount of \$288.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Mr. Vernon A. Williams
August 25, 1997
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Kindly return one stamped copy of each of the enclosed documents to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/bg
Enclosures

AUG 25 '97

11-40AM

LEASE SUPPLEMENT (1997-E-COM)
AMF

THIS LEASE SUPPLEMENT (1997-E-COM) dated August 22, 1997 between MASSACHUSETTS BAY TRANSPORTATION AUTHORITY, having its principal office at 10 Park Plaza, Boston, Massachusetts, 02116-3974 as Head Lessor, and WILMINGTON TRUST COMPANY, a Delaware banking corporation, not in its individual capacity but solely as Trustee, having its principal place of business at Wilmington, Delaware, as Head Lessee;

WHEREAS, the Head Lessor and the Head Lessee have heretofore entered into the Lease Agreement, dated as of August 22, 1997 (the "Lease"), which Lease provides for the execution and delivery of Lease Supplements in substantially the form hereof for the purpose of leasing the Items of Equipment when delivered by the Head Lessor to the Head Lessee in accordance with the terms thereof. All of the terms and provisions of the Lease are hereby incorporated by reference in this Lease Supplement to the same extent as if fully set forth herein (including those terms providing that capitalized terms used therein and not otherwise defined therein shall have the meanings given such terms in Appendix A to the Participation Agreement, and the rules of usage set forth therein shall apply thereto).

NOW, THEREFORE, in consideration of the premises and other good and sufficient consideration, and pursuant to Section 2 of the Lease, the Head Lessor hereby delivers and leases to the Head Lessee, and the Head Lessee hereby accepts and leases from the Head Lessor, under the Lease as herein supplemented, the Items of Equipment described (both by serial number and Equipment Value) in Schedule 7 hereto. Attached as Schedules 1 through 6 hereto is certain other information referenced in the Lease.

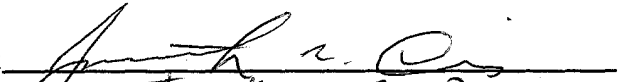
THIS LEASE SUPPLEMENT SHALL IN ALL RESPECTS BE GOVERNED BY THE LAWS OF THE COMMONWEALTH OF MASSACHUSETTS, INCLUDING ALL MATTERS OF CONSTRUCTION, VALIDITY AND PERFORMANCE WITHOUT REFERENCE TO ANY CHOICE-OF-LAW OR CONFLICTS-OF-LAWS RULES WHICH MIGHT LEAD TO THE APPLICATION OF THE LAWS OF ANY OTHER JURISDICTION.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the Head Lessor and the Head Lessee have each caused this Lease Supplement to be duly executed by its authorized officer on the day and year first above written.

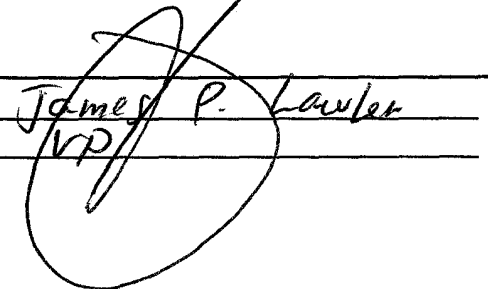
Head Lessor:

MASSACHUSETTS BAY TRANSPORTATION
AUTHORITY

By: 
Name: Jonathan R. Davis
Title: CFO

HEAD LESSEE:

WILMINGTON TRUST COMPANY, not in its
individual capacity, but solely as Trustee

By: 
Name: James P. Lawler
Title: VP

Schedule 1
to
Head Lease

Basic Lease Rent Allocation

(As a percentage of Equipment Value of each Item of Equipment)
AMF Locomotives

<u>Date</u>	<u>Basic Lease Rent Allocation (in arrears)</u>	<u>Allocation to:</u>	
		<u>Advance Head Lease Rent Payment</u>	<u>Deferred Head Lease Rent Payment</u>
Aug 22 1997	0	0	0
Jan 1 1998	7.35844057	7.35844057	0
Jul 1 1998	0	0	0
Jan 1 1999	20.53518298	20.53518298	0
Jul 1 1999	20.53518298	20.53518298	0
Jan 1 2000	0	0	0
Jul 1 2000	0	0	0
Jan 1 2001	20.53518298	20.53518298	0
Jul 1 2001	0	0	0
Jan 1 2002	20.53518298	7.07200084	13.46318215
Jul 1 2002	0	0	0
Jan 1 2003	20.53518298	0	20.53518298
Jul 1 2003	20.53518298	0	20.53518298
Jan 1 2004	0	0	0
Jul 1 2004	0	0	0
Jan 1 2005	20.53518298	0	20.53518298
Jul 1 2005	0	0	0
Jan 1 2006	20.53518298	0	20.53518298
Jul 1 2006	20.53518298	0	20.53518298
Jan 1 2007	0	0	0
Jul 1 2007	20.53518298	0	20.53518298
Jan 1 2008	0	0	0
Jul 1 2008	0	0	0
Jan 1 2009	20.53518298	0	20.53518298
Jul 1 2009	0	0	0
Jan 1 2010	20.53518298	0	20.53518298
Jul 1 2010	0	0	0
Jan 1 2011	20.53518298	0	20.53518298
Jul 1 2011	0	0	0
Jan 1 2012	17.09709553	0	17.09709553
Jul 1 2012	16.80151335	0	16.80151335
Jan 1 2013	0	0	0
Jul 1 2013	0	0	0
Jan 1 2014	16.80151335	0	16.80151335
Jul 1 2014	0	0	0

Schedule 1

to

Head Lease

Basic Lease Rent Allocation

(As a percentage of Equipment Value of each Item of Equipment)
AMF Locomotives

<u>Date</u>	Basic Lease Rent Allocation (in arrears)	Allocation to:	
		<u>Advance Head Lease Rent Payment</u>	<u>Deferred Head Lease Rent Payment</u>
Jan 1 2015	16.80151335	0	16.80151335
Jul 1 2015	0	0	0
Jan 1 2016	16.80151335	0	16.80151335
Jul 1 2016	0	0	0
Jan 1 2017	16.80151335	0	16.80151335
Jul 1 2017	16.80151335	0	16.80151335
Jan 1 2018	0	0	0
Jul 1 2018	0	0	0
Jan 1 2019	16.80151335	0	16.80151335
Feb 22 2019	16.80151335	0	16.80151335
Jul 1 2019	0	0	0
Jan 1 2020	0	0	0
Jul 1 2020	0	0	0
Jan 1 2021	16.80151335	0	16.80151335
Jul 1 2021	0	0	0
Jan 1 2022	16.80151335	0	16.80151335
Jul 1 2022	0	0	0
Jan 1 2023	16.80151335	0	16.80151335
Jul 1 2023	0	0	0
Jan 1 2024	16.80151335	0	16.80151335
Jul 1 2024	8.6807819	0	8.6807819
Jul 7 2024	0	0	0
Jan 7 2025	0	0	0
Jul 7 2025	0	0	0
Jan 7 2026	0	0	0
Jul 7 2026	0	0	0
Jan 7 2027	0	0	0
Jul 7 2027	0	0	0
Jan 7 2028	0	0	0
Jul 7 2028	0	0	0
Jan 7 2029	0	0	0
Jul 7 2029	0	0	0
	<u>501.7118569</u>	<u>76.03599035</u>	<u>425.6758666</u>

Schedule 2
to
Head Lease

Basic Lease Rent Payments/Head Lease Expiration Date
(As a percentage of Equipment Value of each Item of Equipment)
AMF Locomotives

Advance Head Lease
Rent Payment: 76.03599035

Advance Head Lease
Rent Payment Date: Aug 22 1997

Deferred Head Lease
Rent Payment: 425.6758666

Deferred Head Lease
Rent Payment Date: Jul 7 2029

Head Lease
Expiration Date: Jul 7 2024

Schedule 3

to

Head Lease**Head Lease Stipulated Loss Value**

(As a percentage of Equipment Value of each Item of Equipment)

AMF Locomotives

Head Lease Stipulated Loss Value Determination Date	Head Lease Stipulated Loss Value
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Aug 22 1997	18.96400965
Jan 1 1998	19.64355332
Jul 1 1998	20.62573099
Jan 1 1999	21.65701754
Jul 1 1999	22.73986842
Jan 1 2000	23.87686184
Jul 1 2000	25.07070493
Jan 1 2001	26.32424018
Jul 1 2001	27.64045219
Jan 1 2002	29.02247479
Jul 1 2002	30.47359853
Jan 1 2003	31.99727846
Jul 1 2003	33.59714238
Jan 1 2004	35.2769995
Jul 1 2004	37.04084948
Jan 1 2005	38.89289195
Jul 1 2005	40.83753655
Jan 1 2006	42.87941338
Jul 1 2006	45.02338405
Jan 1 2007	47.27455325
Jul 1 2007	49.63828091
Jan 1 2008	52.12019498
Jul 1 2008	54.72620471
Jan 1 2009	57.46251494
Jul 1 2009	60.33564069
Jan 1 2010	63.35242272
Jul 1 2010	66.52004386
Jan 1 2011	69.84604605
Jul 1 2011	73.33834835
Jan 1 2012	77.00526577
Jul 1 2012	80.85552906
Jan 1 2013	84.89830551
Jul 1 2013	89.14322079
Jan 1 2014	93.60038183
Jul 1 2014	98.28040092

Schedule 3
to
Head Lease

Head Lease Stipulated Loss Value

(As a percentage of Equipment Value of each Item of Equipment)
AMF Locomotives

Head Lease Stipulated Loss Value Determination Date	Head Lease Stipulated Loss Value
Jan 1 2015	103.194421
Jul 1 2015	108.354142
Jan 1 2016	113.7718491
Jul 1 2016	119.4604416
Jan 1 2017	125.4334637
Jul 1 2017	131.7051368
Jan 1 2018	138.2903937
Jul 1 2018	145.2049134
Jan 1 2019	152.465159
Jul 1 2019	160.1658142
Jan 1 2020	168.1741049
Jul 1 2020	176.5828102
Jan 1 2021	185.4119507
Jul 1 2021	194.6825482
Jan 1 2022	204.4166756
Jul 1 2022	214.6375094
Jan 1 2023	225.3693849
Jul 1 2023	236.6378541
Jan 1 2024	248.4697468
Jul 1 2024	260.8932342
Jan 1 2025	273.9378959
Jul 1 2025	287.6347907
Jan 1 2026	302.0165302
Jul 1 2026	317.1173567
Jan 1 2027	332.9732246
Jul 1 2027	349.6218858
Jan 1 2028	367.1029801
Jul 1 2028	385.4581291
Jan 1 2029	404.7310355
Jul 1 2029	424.9675873
Jul 7 2029	425.6758666

Schedule 4
to
Head Lease

Minimum Funding Amounts

(As a percentage of Equipment Value of each Item of Equipment)
AMF Locomotives

<u>Payment Date</u>	<u>Minimum Funding Amount</u>	<u>Head Lease Collateral Account Balance</u>
Jan 1 2008	13.7997	13.7997
Jul 1 2008	0	14.38618725
Jan 1 2009	12.53479848	27.53239869
Jul 1 2009	0	28.70252563
Jan 1 2010	11.14495863	41.0673416
Jul 1 2010	0	42.81270362
Jan 1 2011	11.0258557	55.65809922
Jul 1 2011	0	58.02356844
Jan 1 2012	11.48621248	71.97578258
Jul 1 2012	0	75.03475334
Jan 1 2013	10.54239639	88.76612675
Jul 1 2013	0	92.53868713
Jan 1 2014	10.46929729	106.9408786
Jul 1 2014	0	111.485866
Jan 1 2015	10.39946264	126.6234779
Jul 1 2015	0	132.0049757
Jan 1 2016	0.50518185	138.120369
Jul 1 2016	0	143.9904847
Jan 1 2017	0	150.1100803
Jul 1 2017	0	156.4897587
Jan 1 2018	0	163.1405735
Jul 1 2018	0	170.0740479
Jan 1 2019	0	177.3021949
Feb 22 2019	0	179.4372088
Jul 1 2019	0	184.9025671
Jan 1 2020	0	192.7609262
Jul 1 2020	0	200.9532656
Jan 1 2021	0	209.4937794
Jul 1 2021	0	218.397265
Jan 1 2022	0	227.6791488
Jul 1 2022	0	237.3555126
Jan 1 2023	0	247.4431219
Jul 1 2023	0	257.9594546
Jan 1 2024	0	268.9227314
Jul 1 2024	0	280.3519475
Jul 7 2024	0	280.7491127

Schedule 4
to
Head Lease

Minimum Funding Amounts

(As a percentage of Equipment Value of each Item of Equipment)
AMF Locomotives

Payment <u>Date</u>	Minimum Funding <u>Amount</u>	Head Lease
		<u>Collateral Account Balance</u>
Jan 7 2025	0	292.68095
Jul 7 2025	0	305.1198904
Jan 7 2026	0	318.0874857
Jul 7 2026	0	331.6062039
Jan 7 2027	0	345.6994676
Jul 7 2027	0	360.3916949
Jan 7 2028	0	375.708342
Jul 7 2028	0	391.6759465
Jan 7 2029	0	408.3221742
Jul 7 2029	0	425.6758666

Schedule 5

to

Head Lease**Debt Service Payments/Debt Repayment Amounts**

(As a percentage of Equipment Value of each Item of Equipment)

AMF Locomotives

<u>Payment Date</u>	<u>Debt Service Amounts</u>	<u>Debt Repayment Amounts</u>
Jan 1 2008	27.35306614	16.55154734
Jul 1 2008	0	17.21360923
Jan 1 2009	0	17.9021536
Jul 1 2009	0	18.61823975
Jan 1 2010	0	19.36296934
Jul 1 2010	0	20.13748811
Jan 1 2011	0	20.94298764
Jul 1 2011	0	21.78070714
Jan 1 2012	0	22.65193543
Jul 1 2012	0	23.55801284
Jan 1 2013	0	24.50033336
Jul 1 2013	0	25.48034669
Jan 1 2014	0	26.49956056
Jul 1 2014	0	27.55954298
Jan 1 2015	0	28.6619247
Jul 1 2015	0	29.80840169
Jan 1 2016	10.85177086	20.1489669
Jul 1 2016	0	20.95492557
Jan 1 2017	13.7997	7.9934226
Jul 1 2017	0	8.3131595
Jan 1 2018	8.64568588	0
Jul 1 2018	0	0
Jan 1 2019	0	0
Feb 22 2019	0	0

Schedule 6

to

Head Lease

Equity Service/Equity Repayment Amounts

(As a percentage of Equipment Value of each Item of Equipment)

AMF Locomotives

Payment Date	Equity Service Amounts	Equity Repayment Amounts
Jan 1 2008	2.55038247	22.52650692
Jul 1 2008	0	19.97612445
Jan 1 2009	1.26490152	19.98682088
Jul 1 2009	0	18.73296681
Jan 1 2010	2.65474137	18.85789501
Jul 1 2010	0	16.21437125
Jan 1 2011	2.7738443	16.34122368
Jul 1 2011	0	13.58012169
Jan 1 2012	2.31348752	13.72421597
Jul 1 2012	0	11.46424244
Jan 1 2013	3.25730361	11.69891985
Jul 1 2013	0	8.49633117
Jan 1 2014	3.33040271	8.73627512
Jul 1 2014	0	5.46173464
Jan 1 2015	3.40023736	5.70670993
Jul 1 2015	0	2.36341776
Jan 1 2016	2.44274729	2.61314216
Jul 1 2016	0	0.33770919
Jan 1 2017	0	0.70944792
Jul 1 2017	0	1.27230767
Jan 1 2018	5.15401412	2.07476455
Jul 1 2018	0	0
Jan 1 2019	1.9549575	0
Feb 22 2019	0	0

Schedule 7
DESCRIPTION OF THE ITEMS OF EQUIPMEMENT

REMANUFACTURED EMD LOCOMOTIVES

Equipment Lot - AMF

Eight (8) EMD locomotives remanufactured by AMF Technotransport, Inc.
bearing the indentification numbers listed below:

Number

1115

1116

1123

1128

1129

1130

1133

1138

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

On this 22nd day of August, 1997 before me personally appeared Jonathan R. Davis to me personally known, who being by me duly sworn, says that he is the Chief Financial Officer of The Massachusettes Bay Transportation Authority, a body politic and corporate and a political subdivision of the Commonwealth of Massachusetts, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregong instrument was the free act and deed of said corporation.

Robert M. Vilter

Robert M. Vilter

My commission expires February 14, 1998

ROBERT M. VILTER
Notary Public, State of New York
No. 02VI5023698
Qualified in New York County 98
Commission Expires Feb. 14, 1998

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

On this 22nd day of August, 1997 before me personally appeared James P. Lawler to me personally known, who being by me duly sworn, says that he is the Vice President of Wilmington Trust Company, a Delaware banking corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Robert M. Vilter

Robert M. Vilter

My commission expires February 14, 1998

ROBERT M. VILTER
Notary Public, State of New York
No. 02VI5023698
Qualified in New York County *g y*
Commission Expires Feb. 14, 1998